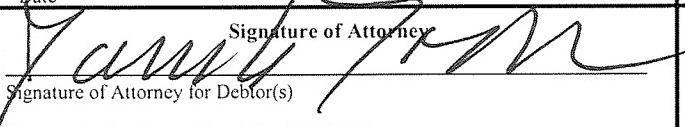
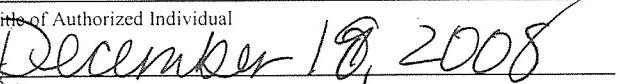


**United States Bankruptcy Court**  
**District of Minnesota**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Polaroid Corporation</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																															
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																															
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all): <b>22-3856546</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN(if more than one, state all):																															
Street Address of Debtor (No. & Street, City, and State): <b>4400 Baker Road</b> <b>Minnetonka, MN</b>		Street Address of Joint Debtor (No. & Street, City, and State):																															
ZIP CODE <b>55343</b>		ZIP CODE																															
County of Residence or of the Principal Place of Business: <b>Hennepin</b>		County of Residence or of the Principal Place of Business:																															
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																															
ZIP CODE		ZIP CODE																															
Location of Principal Assets of Business Debtor (if different from street address above):																																	
ZIP CODE																																	
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) <hr/>	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code.)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																															
<b>Filing Fee</b> (Check one box)		<b>Chapter 11 Debtors</b>																															
<input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> <b>Check all applicable boxes</b> <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																															
<b>Statistical/Administrative Information</b>																																	
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																																	
<b>Estimated Number of Creditors</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> </tr> <tr> <td>1-</td> <td>50-</td> <td>100-</td> <td>200-</td> <td>1,000-</td> <td>5,001-</td> <td>10,001-</td> <td>25,001-</td> <td>50,001-</td> <td>Over</td> </tr> <tr> <td>49</td> <td>99</td> <td>199</td> <td>999</td> <td>5,000</td> <td>10,000</td> <td>25,000</td> <td>50,000</td> <td>100,000</td> <td>100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-	50-	100-	200-	1,000-	5,001-	10,001-	25,001-	50,001-	Over	49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
1-	50-	100-	200-	1,000-	5,001-	10,001-	25,001-	50,001-	Over																								
49	99	199	999	5,000	10,000	25,000	50,000	100,000	100,000																								
<b>Estimated Assets</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,001 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																								
<b>Estimated Liabilities</b> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,001 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion										
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																								
\$0 to \$50,001 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion																								
<b>THIS SPACE IS FOR COURT USE ONLY</b>																																	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Polaroid Corporation</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>Delaware</b>	Case Number: <b>01-10864 et al</b>	Date Filed: <b>10/12/2001</b>	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>See attached</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<input checked="" type="checkbox"/> <b>X Not Applicable</b> Signature of Attorney for Debtor(s) _____ Date _____		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following).			
(Name of landlord that obtained judgment) _____			
(Address of landlord) _____			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Polaroid Corporation</b>
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.            [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.            (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of Title 11, United States Code. Certified Copies of the documents required by § 1515 of title 11 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the Chapter of title 11 specified in the petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p>
<b>X Not Applicable</b> Signature of Debtor		<b>X Not Applicable</b> (Signature of Foreign Representative)
<b>X Not Applicable</b> Signature of Joint Debtor		(Printed Name of Foreign Representative)
Telephone Number (If not represented by attorney)		Date
Date		<b>Signature of Non-Attorney Petition Preparer</b> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p>
 <b>James A. Lodoen Bar No. 0173605</b> Printed Name of Attorney for Debtor(s) / Bar No.		<b>Not Applicable</b> Printed Name and title, if any, of Bankruptcy Petition Preparer
<b>Lindquist &amp; Vennum P.L.L.P.</b> Firm Name <b>80 South 8th Street Suite 4200</b> Address <b>Minneapolis MN 55402</b> <b>612-371-3211</b> Telephone Number 		Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) Address
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		<b>X Not Applicable</b> Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach to the appropriate official form for each person.
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		
 <b>Mary L. Jeffries</b> Printed Name of Authorized Individual <b>Chief Executive Officer</b> Title of Authorized Individual 		Date

Name of Debtor	Case #	Date Filed	Relationship	District	Judge
Petters Group Worldwide, LLC	08-45258	10/11/08	Affiliate	Minnesota	Gregory F. Kishel
Polaroid Corporation	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Holding Company	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Consumer Electronics, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Capital, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Latin America I Corporation	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Asia Pacific LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid International Holding LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid New Bedford Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Norwood Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD
Polaroid Waltham Real Estate, LLC	TBD	12/18/08	Affiliate	Minnesota	TBD

**United States Bankruptcy Court**  
**District of Minnesota**

In re Polaroid Corporation

Debtor

Case No.

Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, gov- ernment contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Petters Capital, LLC 4400 Baker Road Minnetonka, MN 55343			DISPUTED	\$183,998,000.00
				SECURED VALUE:
Petters Company, Inc 4400 Baker Road Minnetonka, MN 55343			DISPUTED	\$29,471,534.00
				SECURED VALUE:
Polaroid Norwood Real Estate, LLC 300 Baker Avenue Concord, MA 01742				\$16,475,172.00
Alps Electric Co Ltd 17 Yukigaya Otsuka Cho OTA KU Tokyo, Japan 1458501	Alps Electric Co Ltd 81-3-5499-8090 Alps Electric Co Ltd 17 Yukigaya Otsuka Cho OTA KU Tokyo, Japan 1458501	Trade Debt		\$16,353,794.85
Polaroid Holding Company 4400 Baker Road Minnetonka, MN 55343				\$14,514,624.00
OS ELECTRONICS CO LTD AKIHABARA SANWA TOYO BLDG 5F TOKYO, JAPAN 1010021	OS Electronics Co Ltd 81-332555985 OS ELECTRONICS CO LTD AKIHABARA SANWA TOYO BLDG 5F TOKYO, JAPAN 1010021	Trade Debt		\$2,831,120.00

In re Polaroid Corporation

Debtor

Case No. \_\_\_\_\_

Chapter 11

## LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, gov- ernment contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim (if secured also state value of security)</i>
Polaroid Asia Pacific, LLC 300 Baker Avenue Concord, MA 01742				\$2,703,328.00
RIVET MARKCOM PO BOX 7247-6589 C/O ZIPATONI PHILADELPHIA, PA 19170-6589	Rivet Markcom 312-799-4000 RIVET MARKCOM PO BOX 7247-6589 C/O ZIPATONI PHILADELPHIA, PA 19170-6589	Trade Debt		\$1,741,581.80
Zink Imaging 6900 Konica Drive Whitsett, NC 27377	Zink Imaging 781-761-5353 Zink Imaging 6900 Konica Drive Whitsett, NC 27377	Trade Debt		\$1,509,912.00
Ropes & Young LLC PO Box 414265 Boston, MA 02241-4265	Ropes & Young LLC 212-596-9000 Ropes & Young LLC PO Box 414265 Boston, MA 02241-4265	Trade Debt		\$1,200,653.01
Adapter Technology Co. Ltd. 6F-No 259 Lian-Cheng Rd Chung Ho City	Adapter Technology Co. Ltd. 6F-No 259 Lian-Cheng Rd Chung Ho City	Trade Debt		\$570,249.60
MCDONNELL BOEHNEN HULBERT&BERGHOFF 300 SOUTH WACKER DRIVE Chicago, IL 60606	McDonnell Boehnen 312-913-0001 MCDONNELL BOEHNEN HULBERT&BERGHOFF 300 SOUTH WACKER DRIVE Chicago, IL 60606	Trade Debt		\$514,717.39

In re Polaroid Corporation

Debtor

Case No. \_\_\_\_\_

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, gov- ernment contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Weber Shandwick Worldwide 8000 Norman Center Dr. Minneapolis, MN 55437	Weber Shandwick Worldwide 952-832-5000 Weber Shandwick Worldwide 8000 Norman Center Dr. Minneapolis, MN 55437	Trade Debt		\$309,205.28
Thule Organization Solutions Inc. Dept CH 19134 DBA Case Logic Palatine, IL 60055-9134	Thule Organization Solutions Inc. 800-447-4848 Thule Organization Solutions Inc. Dept CH 19134 DBA Case Logic Palatine, IL 60055-9134	Trade Debt		\$230,989.82
HURON CONSULTING GROUP LLC 4795 PAYSPHERE CIRCLE CHICAGO, IL 60674-4795	Huron Consulting Group LLC 4795 PAYSPHERE CIRCLE CHICAGO, IL 60674-4795	Trade Debt		\$218,088.01
HOULIHAN LOKEY HOWARD & ZUKIN 225 SOUTH SIXTH STREET, STE 4950 MINNEAPOLIS, MN 55402	Houlihan Lokey Howard & Zukin  HOULIHAN LOKEY HOWARD & ZUKIN 225 SOUTH SIXTH STREET, STE 4950 MINNEAPOLIS, MN 55402	Trade Debt		\$165,577.10
Kirkland & Ellis 200 E. Randolph Drive Chicago, IL 60601-6436	Kirkland & Ellis  Kirkland & Ellis 200 E. Randolph Drive Chicago, IL 60601-6436	Trade Debt		\$159,007.42
MARKETSTAR 2475 WASHINGTON BLVD OGDEN, UT 84401	Marketstar  MARKETSTAR 2475 WASHINGTON BLVD OGDEN, UT 84401	Trade Debt		\$138,409.05

In re Polaroid Corporation

Debtor

Case No. \_\_\_\_\_

Chapter 11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, gov- ernment contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Watch City Development LLC 60 Columbus Circle New York, NY 10023	Watch City Development LLC 212-801-1069 Watch City Development LLC 60 Columbus Circle New York, NY 10023	Trade Debt		\$111,651.77
Clean Harbors 42 Longwater Dr. Norwell, MA 02061	Clean Harbors 781-792-5000 Clean Harbors 42 Longwater Dr. Norwell, MA 02061	Trade Debt		\$108,149.53

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Mary L. Jeffries, Chief Executive Officer of the Corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date:

December 16, 2008

Signature:

Mary L. Jeffries, Chief Executive Officer

(Print Name and Title)

Penalty for making a false statement or concealing property. Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C §§ 152 and 3571.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

**Polaroid Corporation**

**SIGNATURE DECLARATION**

Debtor(s).

Case No. \_\_\_\_\_

- PETITION, SCHEDULES & STATEMENTS  
 CHAPTER 13 PLAN  
 SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION  
 AMENDMENT TO PETITION, SCHEDULES & STATEMENTS  
 MODIFIED CHAPTER 13 PLAN  
 OTHER (Please describe: \_\_\_\_\_)

I **Mary L. Jeffries**, the undersigned debtor(s) or authorized representative of the debtor,  
*make the following declarations under penalty of perjury:*

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- **[individual debtors only]** If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date:

*December 18, 2008*

X

*Mary L. Jeffries*

Signature of Debtor or Authorized Representative

Mary L. Jeffries

Printed Name of Debtor or Authorized Representative

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

STATEMENT OF AUTHORITY TO SIGN AND FILE PETITIONS

I, Douglas A. Kelley, declare under penalty of perjury that I am the Court Appointed Receiver of Thomas J. Petters, Petters Company, Inc., Peters Group Worldwide, LLC, and all affiliates, subsidiaries, divisions, successors or assigns owned 100% or controlled by the foregoing, which includes the entities listed below. As the Court Appointed Receiver, I hereby declare as follows:

It is in the best interest of the following entities:

Polaroid Corporation;  
Polaroid Holding Company;  
Polaroid Consumer Electronics, LLC;

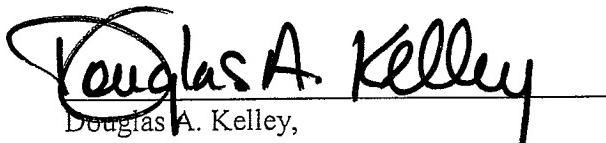
(hereinafter the "Companies") to file voluntary petitions in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

As the Court Appointed Receiver of the Companies, I authorize Mary L. Jeffries, Chief Executive Officer, to execute and deliver all documents necessary to perfect the filing of Chapter 11 voluntary bankruptcy cases on behalf of the Companies; and

As the Court Appointed Receiver, I authorize Mary L. Jeffries, or any other duly appointed Officer, to appear in all bankruptcy proceedings on behalf of the Companies, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Companies in connection with such bankruptcy case; and

As the Court Appointed Receiver, I am authorized to employ James A. Lodoen, attorney, and the law firm of Lindquist & Vennum P.L.L.P., to represent the Companies in such bankruptcy cases.

Executed on: 12/18/08

  
\_\_\_\_\_  
Douglas A. Kelley,  
Court Appointed Receiver

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MINNESOTA**

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In re: Polaroid Corporation;  
Polaroid Holding Company;  
Polaroid Consumer Electronics, LLC;  
Polaroid Capital, LLC;  
Polaroid Latin America I Corporation;  
Polaroid Asia Pacific LLC;  
Polaroid International Holding LLC;  
Polaroid New Bedford Real Estate, LLC;  
Polaroid Norwood Real Estate, LLC;  
Polaroid Waltham Real Estate, LLC  
Debtor.

Bky. TBA  
Ch. 11

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**NOTICE OF INTENTION TO  
SEEK EXPEDITED HEARING**

The debtor in the above Chapter 11 case, gives notice that it intends to seek expedited hearings on the following matters (check all that apply):

- JOINT MOTION FOR ORDER DIRECTING JOINT ADMINISTRATION OF RELATED BANKRUPTCY CASES
- MOTION FOR ORDER EXTENDING TIME TO FILE SCHEDULES, STATEMENT OF FINANCIAL AFFAIRS AND CERTAIN LISTS REQUIRED BY BANKRUPTCY RULE 1007(c)
- MOTION RE MAINTENANCE OF BANK ACCOUNTS AND EXISTING CASH MANAGEMENT SYSTEMS
- MOTION TO PAY PRE-PETITION WAGES, SALARIES, AND RELATED BENEFITS  
*Regarding Case Administration and Cash Collateral*  
~~MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL~~
- MOTION FOR APPROVAL OF POST-PETITION SECURED AND SUPER PRIORITY FINANCING PURSUANT TO SECTION 364(c) OF THE BANKRUPTCY CODE
- MOTION, PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE, FOR ENTRY OF INTERIM ORDER (1) DETERMINING ADEQUATE ASSURANCE OF PAYMENT FOR FUTURE UTILITY SERVICES AND (2) RESTRAINING UTILITY COMPANIES FROM DISCONTINUING, ALTERING, OR REFUSING SERVICE
- MOTION FOR ORDER ESTABLISHING NOTICE AND ADMINISTRATIVE PROCEDURES

x

MOTION FOR ORDER AUTHORIZING THE RETENTION OF  
PROFESSIONALS

MOTION FOR ORDER AUTHORIZING THE FILING OF DOCUMENTS  
UNDER SEAL

MOTION FOR ORDER AUTHORIZING PAYMENT OF CERTAIN  
PREPETITION CUSTOMER CLAIMS IN THE ORDINARY COURSE OF  
BUSINESS (E.G., GIFT CERTIFICATES, LAYAWAY CLAIMS;  
WARRANTY CLAIMS; REFUND POLICIES)

MOTION FOR ORDER AUTHORIZING PAYMENT OF SALES AND USE  
TAXES

MOTION FOR ORDER AUTHORIZING DEBTORS TO RETURN GOODS  
PURSUANT TO SECTION 546(g) OF THE BANKRUPTCY CODE

MOTION FOR ORDER AUTHORIZING POSTPETITION DELIVERY OF  
GOODS ORDERED BY CUSTOMERS PREPETITION

MOTION FOR ORDER AUTHORIZING PAYMENT OF CUSTOMS DUTIES

MOTION FOR ORDER AUTHORIZING PAYMENT OF CONTRACTORS  
IN SATISFACTION OF LIENS

MOTION FOR ORDER AUTHORIZING DEBTORS TO HONOR CERTAIN  
PREPETITION CLAIMS OF SHIPPERS, FREIGHT HANDLERS AND  
WAREHOUSERS

MOTION FOR ORDER PERMITTING DEBTOR TO HONOR WORKERS'  
COMPENSATION PROGRAMS AND PAY INSURANCE OBLIGATIONS

MOTION FOR ORDER APPROVING THE ESTABLISHMENT OF  
RECLAMATION PROCEDURES

MOTION FOR ORDER REJECTING LEASES

OTHERS (list):

MOTION FOR AN ORDER TO ESTABLISH ELECTRONIC MAIL  
PROCEDURES